

ORIGINAL

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF FLORIDA  
WEST PALM BEACH DIVISION

IN RE:  
EPICUS COMMUNICATIONS  
GROUP, INC., and EPICUS, INC.,

CASE NO. 04-34915-BKC-PGH  
CHAPTER 11  
Jointly Administered

050050

Debtors.

**DEBTOR'S MOTION TO AUTHORIZE DEBTOR TO ASSUME AGREEMENT  
APPOINTING EXECUTIVE REGISTRAR & TRANSFER, INC.  
AS TRANSFER AGENT AND REGISTRANT**

EPICUS COMMUNICATIONS GROUP, INC., the Debtor-in-Possession, by and through undersigned counsel, moves the Court for an Order Authorizing Debtor to Assume the Agreement Appointing Executive Registrar & Transfer, Inc. as Transfer Agent and Registrant, and would state as follows:

1. On October 25, 2004, the Debtor initiated this case by filing a Voluntary Petition under Chapter 11 of Title 11 of the United States Code in this Court. The Debtor's parent company, Epicus Communications Group, Inc., filed a Voluntary Petition under Chapter 11 on October 25, 2004 under Case No. 04-34915-BKC-PGH.

2. The Debtor is a telephone services re-seller with facilities in Seminole County, Florida.

AMP \_\_\_\_\_ The Debtor has been operating its business and managing its affairs as a Debtor-in-Possession under  
DOM \_\_\_\_\_  
CTR \_\_\_\_\_ the authority of 11 U.S.C. §§1107 and 1108.

ECR \_\_\_\_\_ 3. Prior to the filing of the Petition, the Debtor entered into an Agreement Appointing  
GCL \_\_\_\_\_ Executive Registrar & Transfer, Inc. As Transfer Agent and Registrant, dated June 10, 2004 (the  
OPC \_\_\_\_\_  
RCA \_\_\_\_\_ "Agreement") to act as stock transfer agent. Epicus Communications Group, Inc. is a publicly traded  
SCR \_\_\_\_\_ company.

SGA \_\_\_\_\_  
SEC 1

QTH Grant

4. The Debtor requests authorization to assume the Agreement. The Agreement is for Executive Registrar & Transfer, Inc. ("Executive Registrar") to act as stock transfer agent for the Debtor.

5. The Debtor priced these services from similar entities and the price for the services from Executive Registrar was the best.

6. The assumption of the Agreement is necessary for the continued business operation of the Debtor.


WHEREFORE, the Debtor respectfully requests the entry of an Order approving the assumption of the Agreement, as well as granting any other and further relief which this Court deems just and proper.

I HEREBY CERTIFY that a true and correct copy of the foregoing was sent via U.S. Mail this 29<sup>th</sup> day of September, 2005 to all parties on the attached matrix.

I HEREBY CERTIFY that I am admitted to the Bar of the United States District Court for the Southern District of Florida and I am in compliance with the additional qualifications to practice in this Court set forth in Local Rule 2090-1(A).

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By

  
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